

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re)	Chapter 11
)	
SEARS HOLDINGS CORPORATION, <i>et al.</i> , ¹)	Case No. 18-23538 (RDD)
)	
Debtors.)	(Jointly Administered)
)	

**ORDER GRANTING SUPPLEMENTAL MOTION OF TRANSFORM HOLDCO LLC
FOR LEAVE TO FILE UNDER SEAL
DECLARATIONS IN SUPPORT OF TRANSFORM HOLDCO LLC’S BRIEF
IN OPPOSITION TO THE DEBTORS’ MOTION TO COMPEL
TURNOVER OF ESTATE PROPERTY**

Upon the supplemental motion (the “Supplemental Motion”)² of Transform Holdco LLC (“Transform”) for entry of an order (this “Order”) authorizing Transform to file the *Amended Declaration of Sean O’Neal in Support of Transform Holdco LLC’s Brief in Opposition to the Debtors’ Motion to Compel Turnover of Estate Property* (“Amended O’Neal Declaration”) and the *Declaration of Dale Menendez in Support of Transform Holdco LLC’s Brief in Opposition to*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Supplemental Motion.

the Debtors' Motion to Compel Turnover of Estate Property ("Menendez Declaration") (together with the O'Neal Decl., the "Turnover Opposition Declarations") under seal and to file redacted forms of the Turnover Opposition Declarations, as described in the Supplemental Motion, on the public docket of these cases; and the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b); and the Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having found that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that Transform provided due and sufficient notice of the Supplemental Motion and that no other notice need be provided or a hearing is required; and counsel for Transform having represented that the debtors herein consent to relief granted herby; and, after due deliberation, the Court having determined that the legal and factual bases set forth in the Supplemental Motion establish good and cause for the relief granted herein, in that the proposed redacted material constitutes confidential commercial information properly protected from public disclosure on the terms hereof under 11 U.S.C. § 107(b); now, therefore, IT IS HEREBY ORDERED THAT:

1. The Supplemental Motion is granted as set forth herein.
2. Pursuant to sections 105(a) and 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Bankruptcy Rule 9018-1 Transform is authorized to file the Turnover Opposition Declarations under seal (the "Sealed Documents"), by providing a copy of this Order and the Sealed Documents to the Clerk of the Court, Attn: Mimi Correa, in an envelope, either paper or digital, prominently marked "TO BE FILED UNDER SEAL." Further, Transform shall file the Sealed Documents on the public docket of these cases redacted as set forth in the Supplemental Motion.

3. Except upon further order of the Court after notice to Transform, the Sealed Documents shall remain under seal, and shall not be made available to anyone without the consent of Transform, except that unredacted copies of the Sealed Documents shall be provided to (a) the Court, (b) the United States Trustee, (c) counsel to the Debtors (on a confidential and “professional eyes only” basis), (d) any other party as may be ordered by the Court or agreed to by Transform and a counterparty to any such Sealed Documents, in each case, under appropriate confidentiality agreements satisfactory to Transform. Each party to whom disclosure is made shall keep the redacted information in the Sealed Documents confidential.

4. Transform is authorized to take all actions necessary to effectuate the ruling set forth in this Order.

5. This Order is without prejudice to the rights of any party in interest, including the United States Trustee, to seek to unseal the Sealed Documents or any part thereof.

6. Counsel for Transform shall contact the Clerk’s Office regarding the return or disposition of the Sealed Documents within 10 days after the final disposition of the underlying dispute.

7. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Dated: December 8, 2020
White Plains, New York

/s/Robert D. Drain
THE HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE